

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

13239-5
FEB 13 1996 4:40 PM

E. M. Lester
February 13, 1996

County Parts
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are four (4) copies of a Supplement, dated February 5, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Leasing Agreement which was previously filed with the Commission under Recordation Number 13239.

The names and addresses of the parties to the enclosed document are:

Lessor: Lloyds International Leasing Limited
Great Surrey House
203 Blackfriars Road
London SE1 8NH
England

Lessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the railroad equipment covered by the enclosed document is: three (3) railcars CSXT 165356, CSXT 346317 and CSXT 349723.

Mr. Vernon A. Williams
February 13, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three (3) stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

**SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001**

2/13/96


Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/13/96 at 12:45PM, and assigned recordation number(s).

19929, 19930, 11064-I, 13239-J, 13240-L.
15208-A, 18643-A, 19144-D and E, 19321-I.

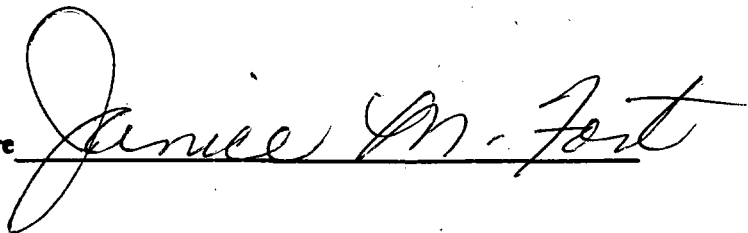
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 210.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECEIVED 13239-5
FEB 14 1996 12 45 PM
COMMUNICATIONS SECTION

January, 1996, to Leasing

January, 1996, to Leasing
 en Lloyds International
 Inc. ("Lessor")

ed into the above
with the Interstate

Assigned Recordation

road numbers LN 194894,
which were subject to
ured casualties; and

to include additional
equipment;

do hereby agree that

By: [Signature]
Assistant Treasurer

Peterson J. A. Johnson
Secretary

STATE OF FLORIDA)
) **SS:**
COUNTY OF DUVAL)

[2]

On this 5th day of February, 1996, before me personally appeared John C. Eccleston, to me personally known, who being by me duly sworn, says, that he is and Assistant Treasurer of CSX Transportation, Inc.; that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Howard Michael Lee

Notary Public

[Notarial Seal]

My commission expires:



Exhibit "A"

BILL OF SALE

To Purchaser: Lloyds International Leasing Limited
Great Surrey House
203 Blackfriars Road
London SE1 8NH
England

CSX Transportation, Inc. ("Seller"), in consideration of the payment of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, sells and transfers to you, as purchaser named above, all of Seller's right, title and interest in and to three railroad cars bearing road numbers CSXT 165356, CSXT 346317, and CSXT 349723 (the "Equipment"), to have and to hold the same unto you, your successors and assigns forever.

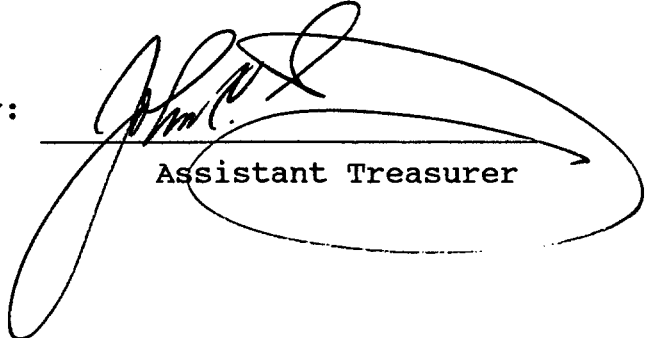
WARRANTIES

The Seller warrants that the Seller has not done, or knowingly suffered to be done, anything whereby the Equipment has been encumbered in any way whatsoever.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized representative, this 5th day of February, 1996.

CSX Transportation, Inc.

By:


Assistant Treasurer

[Corporate Seal]